

# QUARTERLY REPORT

LICENSEE HARRAH'S CASINO HOTEL , ATLANTIC CITY

ADDRESS 777 HARRAH'S BLVD.

ATLANTIC CITY, N.J. 08401

FOR THE QUARTER ENDED MARCH 31, 2004

TO THE

CASINO CONTROL COMMISSION

OF THE

STATE OF NEW JERSEY

NAME OF OFFICER IN  
CHARGE OF  
CORRESPONDENCE  
REGARDING THIS  
QUARTERLY REPORT

**ANTHONY P. RODIO**

OFFICIAL TITLE VICE PRESIDENT OF FINANCE AND ADMINISTRATION

ADDRESS 777 HARRAH'S BLVD.

ATLANTIC CITY, N.J. 08401

TRADING NAME OF LICENSEE HARRAH'S CASINO HOTEL, ATLANTIC CITY

**BALANCE SHEETS**

AS OF MARCH 31, 2004 AND 2003

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	<b>ASSETS</b>		
	Current Assets:		
1	Cash and Cash Equivalents .....	\$ 30,338	\$ 36,010
2	Short-Term Investments.....	0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2004, \$920; 2003, \$1,082).....	5,415	5,184
4	Inventories (Note 2).....	1,281	1,261
5	Prepaid Expenses and Other Current Assets (Note 4).....	5,316	5,068
6	Total Current Assets.....	42,350	47,523
7	Investments, Advances, and Receivables (Note 5 and 11).....	461,695	404,748
8	Property and Equipment - Gross (Notes 2 and 6).....	792,276	771,659
9	Less: Accumulated Depreciation and Amortization (Notes 2 and 6).....	(298,318)	(285,319)
10	Property and Equipment - Net (Note 2 and 6).....	493,958	486,340
11	Other Assets (Note 7).....	9,693	11,592
12	Total Assets.....	\$ 1,007,696	\$ 950,203
	<b>LIABILITIES AND EQUITY</b>		
	Current Liabilities:		
13	Accounts Payable.....	\$ 1,158	\$ 1,411
14	Notes Payable.....	0	0
	Current Portion of Long-Term Debt:		
15	Due to Affiliates.....	0	0
16	Other.....	0	0
17	Income Taxes Payable and Accrued (Note 2).....	0	1,550
18	Other Accrued Expenses (Note 8).....	22,243	31,232
19	Other Current Liabilities.....	216	92
20	Total Current Liabilities.....	23,617	34,285
	Long-Term Debt:		
21	Due to Affiliates (Note 9).....	650,000	650,000
22	Other.....	0	0
23	Deferred Credits (Note 2).....	922	882
24	Other Liabilities (Note 10).....	41,242	42,000
25	Commitments and Contingencies (Note 11)		
26	Total Liabilities.....	715,781	727,167
27	Stockholders', Partners', or Proprietor's Equity.....	291,915	223,036
28	Total Liabilities and Equity.....	\$ 1,007,696	\$ 950,203

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

## STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)  
(\$ IN THOUSANDS)

a) LINE	(b) DESCRIPTION	2004	2003
	<b>Revenue:</b>		
1	Casino .....	\$ 107,444	\$ 104,440
2	Rooms .....	10,951	9,202
3	Food and Beverage .....	12,485	12,368
4	Other .....	1,569	1,669
5	Total revenue .....	132,449	127,679
6	Less: Promotional Allowance (Note 2) .....	32,778	26,099
7	Net revenue .....	99,671	101,580
	<b>Costs and Expenses:</b>		
8	Cost of goods and services .....	51,578	51,818
9	Selling, general, and administrative .....	9,114	8,355
10	Provision for doubtful accounts .....	60	0
11	Total costs and expenses .....	60,752	60,173
12	Gross Operating Profit .....	38,919	41,407
13	Depreciation and amortization .....	8,151	7,641
	Charges from affiliates other than interest:		
14	Management Fees .....	0	0
15	Other ..... Note 3 .....	2,919	2,828
16	Income (Loss) from Operations .....	27,849	30,938
	<b>Other Income (Expenses):</b>		
17	Interest (expense) - affiliates (Note 9) .....	(13,000)	(13,000)
18	Interest (expense) - external .....	0	0
19	Investment alternative tax and related income .... (expense) - net .....	(848)	(828)
20	Nonoperating Income (expense) - net .....	45	80
21	Total other income (expenses) .....	(13,803)	(13,748)
22	Income (Loss) Before Income Taxes and Extraord. Items .....	14,046	17,190
23	Provision (credit) for income taxes (Note 2) .....	3,324	2,075
24	Income (Loss) Before Extraordinary Items .....	10,722	15,115
25	Extraordinary items (net of income taxes - 2004, \$0; 2003, \$0) .....	0	0
26	<b>Net Income (Loss) .....</b>	<b>\$ 10,722</b>	<b>\$ 15,115</b>

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

## STATEMENTS OF CHANGES IN PARTNERS' OR PROPRIETOR'S EQUITY

FOR THE THREE MONTHS ENDED MARCH 31, 2004  
AND THE TWELVE MONTHS ENDED DECEMBER 31, 2003

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE (a)	Description (b)	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	(e)	Total Equity (Deficit) (f)
1	Balance, December 31, 2002	\$165,954	\$41,967	\$0	\$207,921
2	Net Income - 2003		73,133		\$73,133
3	Capital Contributions.....				
4	Capital Withdrawals.....		0		\$0
5	Partnership Distributions.....				
6	Prior Period Adjustments.....		139		\$139
7	.....				
8	.....				
9	.....				
10	Balance, December 31, 2003	165,954	115,239	0	281,193
11	Net Income - 2004		10,722		\$10,722
12	Capital Contributions.....				
13	Capital Withdrawals.....		0		\$0
14	Partnership Distributions.....				
15	Prior Period Adjustments.....		0	0	\$0
16	.....				
17	.....				
18	.....				
19	Balance, March 31, 2004	\$165,954	\$125,961	\$0	\$291,915

The accompanying notes are an integral part of the financial statements.  
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TRADING NAME OF LICENSEE HARRAH'S CASINO HOTEL, ATLANTIC CITY

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)  
(\$ IN THOUSANDS)

(a) LINE	(b) DESCRIPTION	(c) 2004	(d) 2003
1	<b>Net Cash Provided (Used) by Operating Activities</b> .....	\$ 639	\$ 7,258
	<b>Cash Flows from Investing Activities:</b>		
2	Purchase of short-term investment securities .....	0	0
3	Proceeds from the sale of short-term investment securities .....	0	0
4	Cash outflows for property and equipment .....	(13,866)	(8,842)
5	Proceeds from disposition of property and equipment .....	12	0
6	Purchase of casino reinvestment obligations .....	(1,336)	(1,378)
7	Purchase of other investments and loan advances made .....	0	0
8	Proceeds from disposal of investments and collection of advances and long-term receivables .....	1,772	0
9	Cash outflows to acquire business entities .....	0	0
10	Write Off Abandoned Projects .....	0	0
11		0	0
12	<b>Net Cash Provided (Used) by Investing Activities</b> ..	(13,418)	(10,220)
	<b>Cash Flows from Financing Activities:</b>		
13	Cash proceeds from issuance of short-term debt .....	0	0
14	Payments to settle short-term debt .....	0	0
15	Cash proceeds from issuance of long-term debt .....	0	0
16	Costs of issuing debt .....	0	0
17	Payments to settle long-term debt .....	0	0
18	Cash proceeds from issuing stock or capital contributions .....	0	0
19	Purchases of treasury stock .....	0	0
20	Payments of dividends or capital withdrawals .....	0	0
21	Transfer to Affiliates .....	0	0
22			
23	<b>Net Cash Provided (Used) by Financing Activities</b> .....	0	0
24	<b>Net Increase (Decrease) in Cash and Cash Equivalents</b> .....	(12,779)	(2,962)
25	<b>Cash and Cash Equivalents at Beginning of Period</b> .....	43,117	38,972
26	<b>Cash and Cash Equivalents at End of Period</b> .....	\$ 30,338	\$ 36,010
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>			
	<b>Cash Paid During Period for:</b>		
27	Interest (net of amount capitalized) .....	\$ 0	\$ 60,811
28	Income Taxes .....	\$ 1,435	\$ 0

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TRADING NAME OF LICENSEE HARRAH'S CASINO HOTEL, ATLANTIC CITY

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)  
(\$ IN THOUSANDS)

(a) LINE	(b) DESCRIPTION	(c) 2004	(d) 2003
	<b>Net Cash Flows From Operating Activities:</b>		
29	Net Income (loss) . . . . .	\$ 10,722	\$ 15,115
	Noncash items included in income and cash items excluded from income:		
30	Depreciation and amortization of property & equipment . . . . .	8,151	7,626
31	Amortization of other assets . . . . .	(1)	15
32	Amortization of debt discount or premium . . . . .	0	0
33	Deferred income taxes - current . . . . .	0	0
34	Deferred income taxes - noncurrent . . . . .	0	0
35	(Gain) loss on disposition of property & equipment . . . . .	8	0
36	(Gain) loss on casino reinvestment obligation . . . . .	0	0
37	(Gain) loss from other investment activities . . . . .	0	0
38	Net (increase) decrease in receivables and patrons checks . . . . .	389	889
39	Net (increase) decrease in inventories . . . . .	318	59
40	Net (increase) decrease in other current assets . . . . .	2,249	(430)
41	Net (increase) decrease in other assets . . . . .	505	509
42	Net increase (decrease) in accounts payables . . . . .	(461)	(500)
43	Net increase (decrease) in other current liabilities excluding debt . . . . .	1,413	(53,013)
44	Net increase (decrease) in other noncurrent liabilities excluding debt . . . . .	(90)	(144)
45	Net (increase) in other receivables or advances . . . . .	(22,564)	37,132
46			
47	<b>Net Cash Provided (Used) by Operating Activities . . . . .</b>	<b>\$ 639</b>	<b>\$ 7,258</b>
	<b>SUPPLEMENTAL SCHEDULE OF CASH FLOW INFORMATION</b>		
	<b>Aquisition of Property and Equipment:</b>		
48	Additions to property and equipment . . . . .	\$ 13,866	\$ 8,842
49	Less: capital lease obligations incurred . . . . .	0	0
50	<b>Cash Outflows for Property and Equipment . . . . .</b>	<b>\$ 13,866</b>	<b>\$ 8,842</b>
	<b>Acquisition of Business Entities:</b>		
51	Property and equipment acquired . . . . .	\$	\$
52	Goodwill Acquired . . . . .		
53	Net assets acquired other than cash, goodwill, and property and equipment . . . . .		
54	Long-term debt assumed . . . . .		
55	Issuance of stock or capital invested . . . . .		
56	<b>Cash Outflows To Acquire Business Entities . . . . .</b>	<b>\$</b>	<b>\$</b>
	<b>Stock Issued or Capital Contributions:</b>		
57	Total issuance of stock or capital contributions . . . . .	\$	\$
58	Less: issuances to settle long-term debt, and . . . . .		
59	Consideration in acquisition of business entities . . . . .		
60	<b>Cash Proceeds from Issuing Stock or Capital Contributions . . . . .</b>	<b>\$</b>	<b>\$</b>

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE HARRAH'S CASINO HOTEL, ATLANTIC CITY

# **SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES** (\$ IN THOUSANDS)

FOR THE THREE MONTHS ENDED MARCH 31, 2004

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	115,832	\$ 10,089	-	\$ -
2	Food	461,000	4,610	-	-
3	Beverage	1,486,000	3,715	-	-
4	Travel	-	-	15,651	1,549
5	Bus Program Cash	-	-	-	-
6	Other Cash Complimentaries	1,123,858	14,048	-	-
7	Entertainment	2,200	44	-	-
8	Retail & Non-Cash Gifts	54,400	272	79,671	398
9	Parking	-	-	-	-
10	Other	-	-	-	-
11	Total	3,243,290	\$ 32,778	95,322	\$ 1,947

FOR THE THREE MONTHS ENDED MARCH 31, 2004

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	115,832	\$ 10,089	-	\$ -
2	Food	461,000	4,610	-	0
3	Beverage	1,486,000	3,715	-	0
4	Travel	-	0	15,651	1,549
5	Bus Program Cash	-	0	-	0
6	Other Cash Complimentaries	1,123,858	14,048	-	0
7	Entertainment	2,200	44	-	0
8	Retail & Non-Cash Gifts	54,400	272	79,671	398
9	Parking	-	0	-	0
10	Other	-	0	-	0
11	Total	3,243,290	\$ 32,778	95,322	\$ 1,947

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

**NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION**

Marina Associates and Subsidiary (the "Partnership") operates as a General Partnership and owns and operates a casino hotel resort located in the Marina District of Atlantic City, New Jersey known as Harrah's Casino Hotel Atlantic City. The Partnership is an indirect, wholly-owned subsidiary of Harrah's Operating Company, Inc. ("HOC"), which is a direct wholly-owned subsidiary of Harrah's Entertainment, Inc. ("Harrah's"). A substantial portion of the Partnership's revenues is derived from gaming and supporting hotel operations.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation** - The accompanying consolidated financial statements include the account balances of the Partnership and its wholly-owned subsidiary, Reno Crossroads LLC ("Reno"). As a result, all material intercompany transactions and balances have been eliminated in consolidation.

**Allowance for Doubtful Accounts** - The Partnership reserves an estimated amount for receivables that may not be collected. The methodology for estimating the allowance includes using specific reserves and applying various percentages to aged receivables. Historical collection rates are considered, as are customer relationships, in determining specific allowances. As with many estimates, management must make judgments about potential actions by third parties in establishing and evaluating the allowance for bad debts.

**Inventories** - Inventories of provisions and supplies are valued at the lower of cost, weighted average, or market.

**Land, Buildings and Equipment** - Land, buildings, and equipment are stated at cost, including capitalized interest on intercompany funds used to finance construction calculated at Harrah's overall weighted-average borrowing rate of interest.

Improvements and repairs that extend the life of the asset are capitalized. Building improvements are depreciated over the remaining life of the building. Maintenance and repairs are expensed as incurred.

Depreciation is provided using the straight-line method over the shorter of the estimated useful life of the asset or the related lease term, as follows:

Land improvements	12 years
Buildings and improvements	30 to 40 years
Furniture, fixtures and equipment	3 to 12 years



**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

With the January 1, 2002 adoption of Statement of Financial Accounting Standards ("SFAS") No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the Partnership reviews the carrying value of land, buildings and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. When undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of the asset. The factors considered by the Partnership in performing this assessment include current operating results, trends and prospects, as well as the effect of obsolescence, demand, competition and other economic factors.

**Investments in Subsidiaries** - During 1999, the Partnership, through its wholly owned subsidiary Reno Crossroads LLC ("Reno"), acquired a parcel of land in Reno, Nevada for approximately \$10,325. The existing facilities located on the parcel site were demolished and a new plaza was constructed on the site at a cost of approximately \$2,365. On February 1, 2000, Reno entered into an agreement to lease this parcel of land to HOC for a period of twenty years at a fixed rent of \$1,120 per year.

**Financial Instruments** - The carrying amount of receivables and all current liabilities approximates fair value due to their short-term nature. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. After giving effect to their allowances, the Casino Reinvestment Development Authority ("CRDA") bonds and deposits approximately reflect their fair value based upon their below market interest rates. The carrying amount of long-term debt is estimated to approximate its fair value as the stated rates approximate current rates

**CRDA Real Estate Project** - The Partnership's investment in its CRDA real estate project (the "Project") consists of various townhomes, an apartment building and a retail store outlet in the northeast section of Atlantic City, NJ. Based upon an agreement with the CRDA, the Partnership may sell certain parts of the Project and will operate certain other parts for a period of up to 20 years.

Income or loss from the operation of the Project is included in the results of operations. Buildings are being depreciated using the straight-line method based on an estimated useful life of 27.5 years.

**Revenue Recognition** - Casino revenues consist of the net win from gaming activities, which is the difference between gaming wins and losses. Food, beverage, rooms and other revenues include the aggregate amounts generated by those departments.

**Promotional Allowances** - Gross revenues include the retail value of complimentary food, beverage, theater and hotel services furnished to patrons. The retail value of these promotional allowances is deducted to arrive at net revenues. The estimated cost of providing complimentary services and cash rebates to customers for the three months ended March 31, 2004 and 2003, respectively, were as follows:

	<u>2004</u>	<u>2003</u>
Food and beverage	\$ 5,911	\$ 6,068
Rooms	3,779	4,106
Other	<u>409</u>	<u>168</u>
	<u>\$ 10,099</u>	<u>\$ 10,342</u>

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

**Income Taxes** - The accompanying consolidated financial statements do not include a provision for federal income taxes, since any income or losses allocated to the partners are reportable for federal income tax purposes by each partner.

In accordance with regulations prescribed by the New Jersey Casino Control Act, the Partnership files a state income tax return on behalf of the partners. Accordingly, the accompanying consolidated financial statements include a provision for state income taxes.

Deferred tax assets and liabilities represent the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in existing tax rates is recognized as an increase or decrease to the tax provision in the period that includes the enactment date.

**Disclosures** - In accordance with the Quarterly Report Instructions, the Partnership has not submitted updated information for the summary of future lease obligations and contribution of savings and retirement plan in which employees of the Partnership may participate. There has been no significant changes to the information submitted in our December 31, 2003 Annual Report.

**Use of Estimates** - The preparation of these financial statements in conformity with generally accepted accounting principles requires the Partnership to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

**Casino Licensing** - The Partnership is licensed to operate the facility by the New Jersey Casino Control Commission (the "CCC") and is subject to rules and regulations established by the CCC. The Partnership's license is subject to renewal every four years with the current license expiring in April 2008.

**Reclassifications** - Certain prior year balances have been reclassified to conform to the current year presentation.

### **NOTE 3 - RELATED PARTY TRANSACTIONS**

The Partnership participates with HOC and its other subsidiaries in marketing, purchasing, insurance, employee benefit and other programs that are defined and negotiated by HOC on a consolidated basis. The Partnership believes that participating in these consolidated programs is beneficial in comparison to the terms for similar programs that it could negotiate on a stand-alone basis.

Certain of the more significant intercompany relationships between the Partnership and HOC are discussed in this footnote.

**Cash Activity with HOC and Affiliates** - The Partnership transfers cash in excess of its operating and regulatory needs to HOC on a daily basis. Cash transfers from HOC to the Partnership are also made based

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

upon the needs of the Partnership to fund daily operations, including accounts payable and payroll, as well as capital expenditures. No interest is earned on the amount shown as due from affiliates, net, in the accompanying consolidated financial statements.

**Administrative and Other Services** - The Partnership is charged a fee by HOC for administrative and other services (including consulting, legal, marketing, information technology, accounting and insurance). The Partnership was charged \$2,919 and \$2,828 for these services for the three months ended March 31, 2004 and 2003, respectively. The fee is included in general and administrative expenses in the accompanying consolidated statements of income.

**NOTE 4 - PREPAID EXPENSES AND OTHER CURRENT ASSETS**

Prepaid Expenses and Other Current Assets as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Prepaid Taxes	\$ 558	\$ 580
Prepaid State Income Tax	788	-
Prepaid Insurance	129	348
Prepaid Air Charters	2,699	2,256
Prepaid Marketing	483	891
Prepaid Other	<u>659</u>	<u>993</u>
	<u>\$ 5,316</u>	<u>\$ 5,068</u>

**NOTE 5 - INVESTMENTS, ADVANCES AND RECEIVABLES**

Investments, Advances and Receivables as of March 31, consisted of the following:

	<u>2004</u>	<u>2003</u>
Notes Receivable	\$ 61	\$ 451
Casino Reinvestment Development Authority Bonds - Net of Valuation Allowance of \$3,771 and \$3,040 at March 31, 2004 and 2003, respectively	4,227	2,288
Casino Reinvestment Development Authority obligation deposits - Net of Valuation Allowance of \$913 and \$1,321 at March 31, 2004 and 2003, respectively	6,616	7,019
Due from Affiliates	450,787	394,990
Other	<u>4</u>	<u>-</u>
	<u>\$461,695</u>	<u>\$404,748</u>

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

Due from Affiliates as of March 31 consisted of the following unsecured, non-interest bearing intercompany amounts:

	<u>2004</u>	<u>2003</u>
Harrah's New Jersey, Inc.	\$ 18,962	\$ 18,962
I/C- Embassy Suites	409,265	357,031
Northeast Regional Office	5,728	6,613
Harrah's Lake Tahoe	132	133
Embassy Suites, Inc.	1,940	1,940
Harrah's Del Rio	185	184
Harrah's Reno	4,459	3,340
Harrah's Las Vegas	54	58
Bill's Casino	111	111
Harrah's Vicksburg	23	23
Harrah's Joliet	346	353
Harrah's New Orleans	1	3
Harrah's Shreveport	14	14
Harrah's St. Louis	74	74
Harrah's North Kansas City	43	42
Harrah's Cherokee	720	721
Harrah's Prairie Band	21	21
Showboat Atlantic City	7,922	4,618
Harrah's Tunica	6	-
Harrah's Ak Chin	14	9
Harrah's East Chicago	655	627
Harvey's	65	66
Harrah's Gold Card	47	47
	<u>\$450,787</u>	<u>\$394,990</u>

**NOTE 6 – LAND, BUILDINGS AND EQUIPMENT**

Land, Buildings and Equipment as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Land and Land Improvements	\$ 74,989	\$ 72,245
Buildings, Leaseholds and Improvements	522,896	510,848
Furniture, Fixtures and Equipment	180,565	178,770
Construction in Progress	<u>13,826</u>	<u>9,796</u>
	792,276	771,659
Less Accumulated Depreciation	<u>(298,318)</u>	<u>(285,319)</u>
Property and Equipment, Net	<u>\$493,958</u>	<u>\$486,340</u>

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

**NOTE 7 - OTHER ASSETS**

Other Assets as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Deposits	\$ 43	\$ 57
Deferred Other	15	46
Long-term Portion of Prepaid Insurance	113	-
Long-term Portion of Prepaid Other	13	-
Deferred and Prepaid CRDA Obligations	<u>9,509</u>	<u>11,489</u>
	<u>\$ 9,693</u>	<u>\$11,592</u>

**NOTE 8 - OTHER ACCRUED EXPENSES**

Other Accrued Expenses as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Accrued Salaries, Wages and Benefits	\$6,325	\$ 6,455
Taxes Payable	3,417	2,553
Accrued In-House Progressive Slot Liability	177	244
Accrued City Wide Progressive Slot Liability	379	1,230
Accrued Interest, Long-term debt	4,333	13,000
Accrued Casino Control Commission / Department		
Gaming Enforcement Casino License Fees	299	756
Other Accrued Expenses	<u>7,313</u>	<u>6,994</u>
	<u>\$22,243</u>	<u>\$31,232</u>

**NOTE 9 - LONG-TERM DEBT**

Long-term Debt as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Promissory Note	<u>\$650,000</u>	<u>\$650,000</u>

On October 31, 2001, the Partnership and HOC consummated a promissory note for \$650,000. All principal and interest outstanding on the promissory note is due and payable on demand to HOC. Interest is computed on an annual basis using 360 days for the actual number of days elapsed during a year, and an annual rate of 8%. Any amount of principal not paid by the Partnership to HOC when due will bear an additional 2% annual interest rate. As of March 31, 2004 and 2003, there was accrued interest of \$4,333 and \$13,000, respectively, on the balance sheet related to the intercompany note. On March 12, 2003 the 8% Promissory Note was assigned to Harrah's Entertainment Limited. Neither the term nor the amount of the debt was affected by this assignment.

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
(Unaudited)  
(Dollars in Thousands)

**NOTE 10 - OTHER LIABILITIES**

Other Liabilities as of March 31 consisted of the following:

	<u>2004</u>	<u>2003</u>
Due to Affiliates, Long-term	\$39,806	\$39,753
Other	<u>1,436</u>	<u>2,247</u>
	<u>\$41,242</u>	<u>\$42,000</u>

Due to Affiliates at March 31 consisted of the following unsecured, non-interest bearing inter-company accounts:

	<u>2004</u>	<u>2003</u>
Harrah's Holdings, Inc.,	\$ 603	\$ 603
Harrah's Atlantic City, Inc.	38,855	38,855
Harrah's Tunica	-	2
Harrah's Jazz Casino	55	-
Harrah's Holiday Inns of New Jersey, Inc.	<u>293</u>	<u>293</u>
	<u>\$39,806</u>	<u>\$39,753</u>

**NOTE 11 - COMMITMENTS AND CONTINGENCIES**

**Litigation** - The Partnership is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, these matters will not have a material effect on the Partnership's financial position or results of operations.

**Insurance Reserve** - The Partnership is self-insured for various levels of general liability coverage. Insurance claims and reserves include the accrual of estimated settlements for known and anticipated claims. Accrued expenses and other current liabilities in the accompanying balance sheets includes insurance allowances of \$326 and \$529 as of March 31, 2004 and 2003, respectively. Actual results may differ from these reserve amounts.

**CRDA Investment Obligation** - The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. The Partnership may satisfy this investment obligation by investing in qualified eligible direct investments, by making qualified contributions or by depositing funds with the CRDA. Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to 50 years and bear interest at below market rates. The Partnership includes CRDA investment bonds and funds on deposit in deferred charges and other non-current assets in the accompanying balance sheets totaling \$4,227 and \$5,599, respectively, at March 31, 2004 and \$2,288 and \$5,598, respectively, at March 31, 2003. The Partnership records charges to operations to reflect the estimated net realizable value of its CRDA investment.

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

To satisfy current Atlantic City obligations as well as those projected beyond the year 2003, the Partnership received approval from the CRDA for a qualified direct investment project to construct various townhomes, an apartment building and a retail store outlet in the northeast section of Atlantic City ("CRDA real estate project") at an estimated cost to the Partnership of approximately \$54,573. As of March 31, 2004 and 2003, approximately \$9,509 and \$11,489, respectively, represents a prepayment of the Partnership's future obligations to the CRDA related to the CRDA real estate project. The prepaid asset is being amortized over the related Atlantic City obligation period and is included in deferred charges and other non-current assets in the accompanying balance sheets.

The Partnership has committed \$11,986 of its current and future CRDA deposit obligations for the refurbishment of the Atlantic City Convention Center. The amount was to be amortized on a straight-line basis over a 15-year period commencing September 2001. At March 31, 2004 and 2003, approximately \$829 and \$1,421, respectively, of additional funds have been earmarked for the refurbishment and included in the deferred charges and other noncurrent assets balance on the balance sheets.

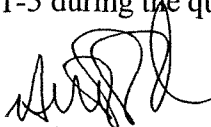
In December 1999, the CRDA approved a credit exchange agreement (the "Swap") between the Partnership and the Atlantic City Showboat (a wholly-owned subsidiary of HOC). The credit exchange agreement resulted in the Partnership exchanging \$4,628 of its future South Jersey CRDA obligations for \$4,628 of Atlantic City Showboat's current Atlantic City CRDA obligations. The remaining balance of the Swap as of March 31, 2004 and 2003 was \$0 and \$532, respectively.

**HARRAH'S CASINO HOTEL ATLANTIC CITY**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(Dollars in Thousands)**

**STATEMENTS OF CONFORMITY, ACCURACY AND COMPLIANCE**

*Reclassifications* - Certain prior year balances have been reclassified to conform to the current year presentation.

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this Quarterly Report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 17:43-4.2(b)1-5 during the quarter.



Signature

Vice President of Finance and Administration  
Title

002895-11  
License Number

On Behalf of:

Marina Associates  
Casino Licensee

CCC-249